

LAST WILL AND TESTAMENT

OF

HANNAH HIMSLEY

(ISRAEL)

DATED: 22 SEPTEMBER, 1991

RECEIVED
APR 22 2003
TECH CENTER 1600/2900

BEN TZION GREENBERGER, ADV.
MITZPE NEVO 92/2
90610 MA'ALEH ADUMIM, ISRAEL

**LAST WILL AND TESTAMENT
OF
HANNAH HIMSLEY**

I, HANNAH HIMSLEY (previously or otherwise or also known as HANNAH FARKAS), nee ARONOWITZ, Israeli Identity number 0822291, a resident of the City of Toronto, Province of Ontario, Canada, do hereby make, publish and declare this to be my Last Will and Testament, to be known as my Israeli Will.

FIRST: I direct that this, my Israeli Will, shall dispose of all my Israeli property, which shall include, but not be limited to, the following (hereinafter sometimes designated for convenience as my "Israeli estate"): (1) real and tangible personal property, or any interest therein or mortgages thereon, owned by me at the time of my death, where such real and tangible personal property are physically located in the State of Israel; (2) currency, cash balances, stocks, bonds and other securities of whatever nature, physically located in, or on deposit or held directly or indirectly for my account, or in an account in my name, with or by any bank, bankers, broker, corporation, association, partnership, firm or person in the State of Israel; (3) stocks, bonds or other securities, benefits, rights and interests of whatever nature issued by, or in, corporations, associations, firms or partnerships organized under the laws of the State of Israel, regardless of where the evidence thereof may be physically located; and (4) all other rights, benefits, claims and interests of whatever nature, not hereinbefore specifically mentioned, in any property, whether real or personal, subject to the jurisdiction of any court in the State of Israel. I further declare that, except as hereinbefore stated, this my Israeli Will shall have no effect whatsoever in respect of any part of my estate which may be situated or found outside of the State of Israel.

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L.H.



SECOND: I hereby revoke any and all former wills or codicils at any time heretofore made by me, insofar, but only insofar, as any such will or codicil disposes, or purports to dispose, of any part of my Israeli estate.

THIRD: I direct my Executor, hereinafter named, to pay out of my Israeli estate, as soon after my decease as may be practicable, (1) all my funeral expenses and just debts due to creditors in the State of Israel and all expenses of administration of my Israeli estate, and (2) such of my funeral expenses and debts and administration expenses due to creditors not within the State of Israel as he or she, in his or her sole and absolute discretion, may deem appropriate; the decision of my Executor with respect to the payment or nonpayment of such debts and expenses due to creditors not within the State of Israel shall be binding and conclusive upon all persons and corporations interested in my estate. The term "creditors in the State of Israel" shall mean all individuals who at the time of my death are residents of Israel, and corporations, companies and firms organized or doing business under the laws of the State of Israel.

FOURTH: (a) All the rest, residue and remainder of my property and estate, real and personal, of whatever nature, including any property before mentioned but not effectively disposed of, I give and bequeath to my daughters, LEORAH KROYANKER and RUTH GEVA, in equal shares; provided, however, that if either of my said daughters fails to survive me, the share to which she would have been entitled if alive shall be divided into subshares among her issue then living, *per stirpes*, or in default thereof, shall be distributed to my surviving daughter or, in default thereof, shall be divided into subshares for my issue, *per stirpes*.

(b) Each share set apart for a daughter of mine shall be distributed to her absolutely.

(c) Each subshare set apart for the issue of a deceased daughter of mine shall be held by my trustee IN TRUST, to pay the net income to the person for whom the subshare was set apart (the "beneficiary") at least quarter-annually and to pay to the beneficiary so much of the principal, whether the whole or a lesser amount, as my trustee in his or her sole discretion determines. In exercising this discretionary power, my trustee may but need not consider any other resources of the beneficiary. Unless sooner terminated, the trust shall terminate upon the beneficiary's attaining the age of 21 years, and my trustee shall thereupon distribute all property then belonging to the income and principal of the trust to the beneficiary. If a beneficiary dies during the continuance of his or her trust, said trust shall thereupon terminate, and my trustee shall thereupon distribute all property then belonging to the income and principal of the trust to the issue of the beneficiary living at the beneficiary's death, *per stirpes*, or, if none, to the issue then living, *per stirpes*, of the beneficiary's nearest ancestor who was a descendant of mine or, if none, to my issue then living, *per stirpes*, provided that any property which would pass to a descendant of mine who is then entitled to the net income from another trust being held under this Article shall instead be added to the principal of such other trust.

FIFTH: (a) I nominate and appoint my daughters, LEORAH KROYANKER and RUTH GEVA, as Executors hereof and Administrators of my estate hereunder in the State of Israel.

(b) In the event that any trust is created hereunder for a descendant of mine, I nominate and appoint such daughter of mine as shall then be living as Trustee hereunder.

(c) In the event that neither of my daughters can serve as Executor or Trustee for any reason, I appoint in their place the oldest grandchild of mine then living who is over the age of 18 years.

(d) No bond or other security shall be required of any Executor or Trustee appointed hereunder.

SIXTH: My executors and my trustees may exercise in their sole discretion and without prior authority from any court, as to property in my estate or any trust, or otherwise in their possession, all powers conferred by law upon executors and trustees, or expressed in this will, and I intend that such powers be construed in the broadest possible manner:

(a) Power to determine what property is covered by general descriptions in this will.

(b) Power to apply to the use of any beneficiary any property, whether principal or income, payable to the beneficiary, and in the case of a minor (a) to do so without regard to the duty of any person to furnish support for the minor or the availability of other funds for such purpose, or (b) to deliver the same to the minor, or to a guardian, or to a parent of the minor, or to a person with whom the minor resides.

(c) Power to allocate receipts and disbursements between income and principal in such manner as my trustee determines.

(d) Power to sell property, at public or private sale, for cash or upon credit or partly for cash and partly for credit and upon such other terms as he or she determines. No purchaser shall be liable for the application of the proceeds of any sale.

(e) Power to compromise and adjust all debts or claims.

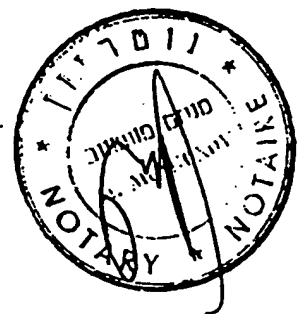
(f) Power to remove (or decline to remove) the assets or the situs of administration, or both, of any fund held from the State of Israel or any other jurisdiction to any other jurisdiction. This power of removal shall be a continuing power which may be exercised any number of times including for the purposes of further removal or change of location of assets or situs of administration.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 22 day of September One Thousand Nine Hundred Ninety-One.

Hannah Himsley (L.S.)
HANNAH HIMSLEY

The foregoing instrument was at the date thereof subscribed, sealed, published and declared by HANNAH HIMSLEY, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have at the same time subscribed our names as witnesses thereto.

[Signature] residing at רחוב מלך דוד 16 תל אביב
[Signature] residing at רחוב מלך דוד 16 תל אביב





Jerusalem District Court

Inheritance file 254/94

Probate of the Will

Of the deceased Mrs. Hannah Farkas-Himsley, i.d. 0-0822291-1 who passed away on 24.1.94 in Jerusalem and who resided in Jerusalem [partially in Toronto, Ontario, Canada).

1. I hereby declare that the deceased's will of 22.9.91 a copy of which is hereby attached - is valid.
2. These are the instructions of the will which I have amended:

I did not appoint Mrs. Leorah Kroyanker and Mrs. Ruth Geva, who were appointed according to the will as executors of the will because they themselves are the sole heirs according to the will.

Date 5.5.94

Judge Dalia Koval
Registrar of the Jerusalem
District Court

Jerusalem District Court

I certify that this copy is
a true and exact with original
(signature)

Chief Clerk

Certification

This is to certify that from the date of the issue of the probate of the will on 5.5.94 until this day 29.7.98 – the probate of the will was not amended.

Tamar Sagi

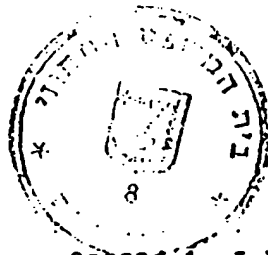
Registry

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254
תיק-עזבונות 255/94

בבית המשפט המחוזי
ב י ר ו ש ל י מ



צו קיום צוואה

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של המנוחה הגב' חנה פרקש - הימזלי ז"ל, ת.ז. 1-0822291-0 אשר נפטרה
ביום 24.1.94 בירושלים ומקום מושבה היה בירושלים [חלקית בטורונטו,
אונטריו, קנדה].

1. אני מצהירה כי צוואתה של המנוחה מיום 22.9.91 שהעתיק ממנה מצורף
בזה - היא בת תוקף.

2. אלה הוראות הצוואה האמורה שתיקנתי :

לא מיניתי את הגב' ליאורה קרויאנקר והגב' רות גבע, שנקבעו
בצוואה כמבצעות וכמנהלות העזבון מן הסעס שהן עצמן היורשות
היחידות על פי הצוואה.

גשם נחמיה
ירושלים (4)

היום 5-5-94

שופט / רשם

בית המשפט המחוזי בירושלים
שהעתיק זה ממנו והמנהיג לעמוד

מוכר ראשו

ואציר

132. תשנ"ח

STATE OF ISRAEL
This public document
2. Has been signed by

(Convention de la Haye du 5 Octobre 1964)
STILLE

דינה בכר
מדינת ישראל
מסמך ציבורי זה
נחתם בידי

3. acting in capacity of Notary Advocate
4. bears the seal/stamp of the above Notary
5. at the Ministry of Justice, Jerusalem
6. by an official appointed by the Minister of Justice under the Notaries Law, 1976

עו"ד
המכהן בתור נוטריון
נושא את החותם / החותמת של נוטריון הנ"ל
אשר
במשרד המשפטים בירושלים
על ידי מי שמונה בדף שר המשפטים לפי חוק
הנוטריונים, תשל"ו-1976

7. Serial number
8. Seal/Stamp
9. Signature



מס' סידורי
החותם / החותמת
חתימה
ביום

10. Date
10 AUG 1998

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This is
5.5.94

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